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**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

<u>In re:</u>	)	<b>Chapter 11</b>
	)	
<b>GENERAL MOTORS CORP., et al</b>	)	<b>Case No. 09-50026 (REG)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>

**OBJECTION OF TOYOTA MOTOR SALES USA TO DEBTORS' MOTION,  
INTER ALIA, TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS**

Toyota Motor Sales, U.S.A., Inc. ("Toyota USA"), by and through its undersigned counsel, hereby object to the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for an order authorizing the Debtors to, *inter alia*, assume and assign certain executory contracts to Vehicle Acquisition Holdings, LLC, and respectfully state as follows:

**BACKGROUND**

1. Pursuant to a series of contracts, Toyota USA, among other things, supplies parts to the Debtors. Toyota USA's parent, Toyota Motor Corporation and other Toyota USA affiliates also have a variety of contracts and operations with the Debtors.

2. On or about June 5, 2009, the Debtors served certain parties to executory contracts with their *Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* (the "Assumption Notice"), pursuant to which executory contract parties whose

contracts may be assumed were directed to a website listing cure amounts and giving such parties ten days from the date of the notice within which to assert objections.

### **OBJECTION AND RESERVATION OF RIGHTS**

3. Toyota USA and its affiliates are large international companies with worldwide operations. As such, it is possible that Toyota USA and one or more of its affiliate was served with an Assumption Notice but that such notice has not yet reached the individuals at Toyota responsible for this matter. Accordingly, out of any abundance of caution, Toyota USA has filed this objection and reserves all of its rights with respect to any such notice and cure amounts identified by the Debtors with respect to Toyota USA or any of its affiliates, including Toyota Motor Corporation.

### **CONCLUSION**

WHEREFORE, the Toyota USA respectfully request that the Motion be conditioned on the resolution of appropriate cure amounts, together with such other and further relief as this Court deems just and proper.

Dated: New York, New York  
June 12, 2009

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